

RECORDATION NO. 17490-N FILED

APR 15 '10 -11 00 AM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

April 15, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Sublease and Release of Sublease Assignment, dated as of April 14, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Sublease and Assignment NYC-N291 previously filed with the Board under Recordation Number 17490-H.

The name and address of the party to the enclosed document are:

Sublessor:	Consolidated Rail Corporation 1000 Howard Boulevard, Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	CSX Transportation, Inc. (as successor in interest to NYC Newco Inc.) 500 Water Street Jacksonville, FL 32202
Senior Lessor:	U.S. Bank National Association 2 Liberty Place 50 South 16th Street, Suite 2000 Philadelphia, PA 19102

Chief, Section of Administration  
April 15, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

All railroad equipment previously covered by the Memorandum of Sublease and Assignment NYC-N291 previously filed under Recordation Number 17490-H.

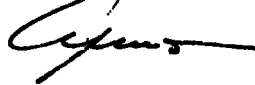
A short summary of the document to appear in the index is:

Notice of Termination of Sublease and Release of Sublease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

**NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE  
ASSIGNMENT**

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and CSX Transportation, Inc. (on its own behalf and as successor to NYC Newco Inc.), Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment NYC-N291 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, NYC Newco Inc., Sublessee, and CSX Transportation, Inc., Guarantor, has been terminated.

The Memorandum was originally filed with (a) the Surface Transportation Board on August 17, 2004 under Recordation Number 17490-H and covers the railcars listed therein and (b) the Registrar General of Canada on August 20, 2004 under Document Key 15787 and covers the railcars listed therein:

The Memorandum also recites that the sublease was assigned to Wachovia Bank, N.A. (predecessor in interest to U.S. Bank National Association), not in its individual capacity but solely as Trustee ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, Consolidated Rail Corporation, CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this \_\_\_\_ day of April, 2010.

Consolidated Rail Corporation,  
Sublessor

By: A. D. Carlini

Name: A. D. Carlini

Title: Vice President-Chief Administrative Officer and  
Treasurer

CSX Transportation, Inc. (on its own  
behalf and as successor in interest  
to NYC Newco Inc., Sublessee)

By: Peter Miller

Name: Peter Miller

Title: VICE PRESIDENT - FINANCE

U.S. Bank National Association, not  
in its individual capacity but solely as  
Trustee, Senior Lessor

By: G. H. NYCH

Name: G. H. NYCH

Title: Vice President

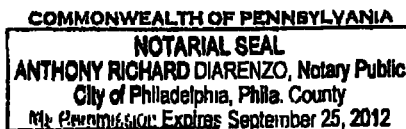
STATE OF Pennsylvania  
COUNTY OF Philadelphia

On this 6th day of April, 2010, before me personally appeared Anthony Carlini

J.P. Chief Admin. & Treasurer of Consolidated Rail Corporation, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Anthony Richard Diarenzo  
NOTARY PUBLIC

My commission expires:



STATE OF )

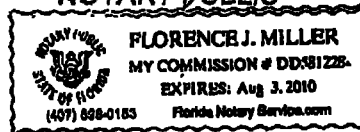
COUNTY OF )

On this 14th day of April, 2010, before me personally appeared Peter K. Mills  
to me personally known, who, being by me duly sworn, said that he/she is  
Vice President - Fin. of CSX Transportation, Inc., that he/she is authorized to execute the  
foregoing instrument on behalf of said corporation, that said instrument was signed and  
sealed on behalf of said corporation by authority of its Board of Directors, and he/she  
acknowledged that the execution of foregoing instrument was the free act and deed of  
the corporation.

Florence J. Miller  
NOTARY PUBLIC

My commission expires:

Aug. 3, 2010

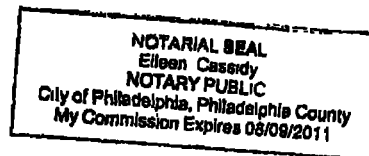


STATE OF )  
 )  
COUNTY OF )

On this 27 day of June, 2010, before me personally appeared G. HROMYCH, to me personally known, who, being by me duly sworn, said that he/she is Vice President of U.S. Bank National Association, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

My commission expires: 8/9/11

  
NOTARY PUBLIC



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

4/15/10



Robert W Alvord